

Date of General Meeting (Date of Declaration of results of Postal Ballot)	:	26 th December, 2014
Total number of Shareholders on record date	:	21,868
Number of Shareholders present in the meeting either in person or through proxy.		
- Promoters and Promoters Group	:	Not Applicable
- Public	:	Not Applicable
Number of Shareholders attended the Meeting through Video Conferencing		
- Promoters and Promoters Group	:	Not Applicable
- Public	:	Not Applicable

Agenda - wise

The Mode of Voting for all the resolutions was:

1. E- Voting conducted between 9:00 a.m. on 21st November, 2014 to 5:00 p.m. on 20th December, 2014
2. Postal Ballot Forms

Given below is the resolution wise combined results of e-voting and poll.

Resolution 1:

Special Resolution for Approval of Employees Stock Option Scheme 2014 & Issue of Securities.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of votes in favour of votes polled	% of votes against of votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	66585642	66585642	100.00	66585642	0	100.00	0.00
Public Institutional Holders	10118654	4249779	42.00	931121	3318658	21.91	78.09
Public Others	12076560	718480	5.95	718355	125	99.98	0.02
Total	88780856	71553901	80.60	68235118	3318783	95.36	4.64



Mahindra Holidays & Resorts India Limited

Registered & Corporate Office: Mahindra Towers, 2nd floor, 17/18, Patullos Road, Chennai - 600 002. t: +91 44 3988 1000 f: +91 44 3027 7778
e: memberrelations@clubmahindra.com w: www.clubmahindra.com CIN: L55101TN1996PLC036595



ClubMahindra

Resolution 2:

Special Resolution for Approval of extending benefits of Employees Stock Option Scheme - 2014 to the Employees of holding/subsidiary/associate company(ies)

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of votes in favour of votes polled	% of votes against of votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	66585642	66585642	100.00	66585642	0	100.00	0.00
Public Institutional Holders	10118654	4249779	42.00	931121	3318658	21.91	78.09
Public Others	12076560	718480	5.95	718310	170	99.98	0.02
Total	88780856	71553901	80.60	68235073	3318828	95.36	4.64

Resolution 3:

Ordinary Resolution for Appointment of Ms. RadhikaShastri as an Independent Director

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of votes in favour of votes polled	% of votes against of votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	66585642	66585642	100.00	66585642	0	100.00	0.00
Public Institutional Holders	10118654	4249779	42.00	4249779	0	100.00	0.00
Public Others	12076560	718465	5.95	718412	53	99.99	0.01
Total	88780856	71553886	80.60	71553833	53	100.00	0.00



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Resolution 4:

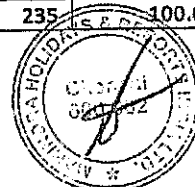
Ordinary Resolution for Appointment of Mr. Kavinder Singh as a Director

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of votes in favour of votes polled	% of votes against of votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	66585642	66585642	100.00	66585642	0	100.00	0.00
Public Institutional Holders	10118654	4249779	42.00	4249779	0	100.00	0.00
Public Others	12076560	718465	5.95	718412	53	99.99	0.01
Total	88780856	71553886	80.60	71553833	53	100.00	0.00

Resolution 5:

Special Resolution for Appointment and Remuneration to Mr. Kavinder Singh as a Managing Director & Chief Executive Officer

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of votes in favour of votes polled	% of votes against of votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	66585642	66585642	100.00	66585642	0	100.00	0.00
Public Institutional Holders	10118654	4249779	42.00	4249779	0	100.00	0.00
Public Others	12076560	718465	5.95	718230	235	99.97	0.03
Total	88780856	71553886	80.60	71553651	235	100.00	0.00



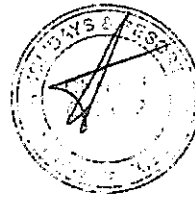
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Resolution 6:

Ordinary Resolution for Appointment of Mr. V S Parthasarathy as a Director

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of votes in favour of votes polled	% of votes against of votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	66585642	66585642	100.00	66585642	0	100.00	0.00
Public Institutional Holders	10118654	4249779	42.00	4249779	0	100.00	0.00
Public Others	12076560	718465	5.95	718412	53	99.99	0.01
Total	88780856	71553886	80.60	71553833	53	100.00	0.00



New No.6, Old No.12,
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M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



M. Damodaran, B.Com, F.C.S. L.L.B.
Mobile:98412 81693

COMBINED REPORT

Scrutinizer's Report

To

The Chairman,

MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED,

No 17/18, 2nd Floor, Mahindra Towers, Patullos Road,

Chennai-600 002

Dear Sir,

1. I, M.Damodaran, a Company Secretary in Practice, have been appointed as a .
scrutinizer by the Board of Directors of **MAHINDRA HOLIDAYS & RESORTS
INDIA LIMITED** ("the Company") for the purpose of scrutinizing the e-voting
process and the postal ballot process under the provisions of Sections 108, 110 of
the Companies Act, 2013 ("the 2013 Act") read with Rules 20, 22 of the Companies
(Management & Administration) Rules, 2014 ("Rules") and
2. The management of the Company is responsible to ensure compliance with the
requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on
the resolutions contained in the Notice to Postal Ballot dated 10th November, 2014.
My responsibility as a scrutinizer for the e-voting process and for postal ballot
process is restricted to preparation of the Scrutinizer's Report of the votes cast "in
favour" or "against" the resolutions stated in the Postal Ballot Notice, based on the

M. D.



M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorized agency engaged by the company to provide e-voting facilities for e-Voting and also for the Postal Ballot (physical) process.

3. I have issued two separate Scrutinizer's reports dated 23rd December, 2014 on the e-voting process and on the Postal Ballot (physical) process, on the resolutions contained in the notice to the Postal Ballot. As requested by the management, I submit herewith my combined report on the results of the e-voting together with that of the Postal Ballot (Physical) as under:-

Item No. of Notice	Votes in favor of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of valid votes (Favour and against)	Nos.	% of total number of valid votes (Favour and against)	
Item No. 1 of the Notice of Postal Ballot dated 10 th November, 2014	68235118	95.36%	3318783	4.64%	125

M. J. K.



M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



Item No. 2 of the Notice of Postal Ballot dated 10 th November, 2014	68235073	95.36%	3318828	4.64%	125
Item No. 3 of the Notice of Postal Ballot dated 10 th November, 2014	71553833	100%	53	0%	140
Item No. 4 of the Notice of Postal Ballot dated 10 th November, 2014	71553833	100%	53	0%	140
Item No. 5 of the Notice of Postal Ballot dated 10 th November, 2014	71553651	100%	235	0%	140
Item No. 6 of the Notice of Postal Ballot dated 10 th November, 2014	71553833	100%	53	0%	140

Place: Chennai

For **M. Damodaran & Associates**

Date: 23.12.2014


M. Damodaran
C.P.No. 5081